

# BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

July 16, 1999

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. **20800-D** FILED

JUL 16 '99

11-15AM

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Partial Lease Termination, a secondary document, dated as of July 14, 1999. The primary document to which this is connected is recorded under Recordation No. 20800. We request that one copy of this document be recorded under Recordation No. 20800-D.

The names and addresses of the parties to the Instrument of Partial Lease Termination are:

Lessor:

KeyCorp Leasing, a Division of Key Corporate Capital, Inc., successor to KeyCorp Leasing Ltd.  
54 State Street  
Albany, NY 12207

Lessee:

Sperry Rail, Inc.  
46 Shelter Rock Road  
Danbury, CT 06810

A description of the equipment covered by the Instrument of Partial Lease Termination consists of 43 Hi-Rail cars numbered SRS 118, 119, 123-132, inclusive, 134-139, inclusive, 141-147, inclusive, 149, 403, 701, and 803-817, inclusive.

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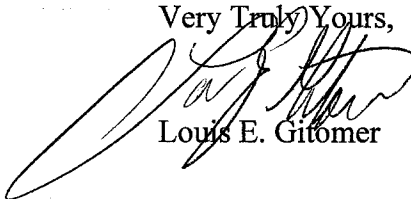
Honorable Vernon A. Williams  
July 16, 1999  
Page 2

A fee of \$26.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Partial Lease Termination by KeyCorp Leasing, a Division of Key Corporate Capital, Inc., successor to KeyCorp Leasing Ltd., 54 State Street, Albany, NY 12207, and Sperry Rail, Inc., 46 Shelter Rock Road, Danbury, CT 06810, covering 43 Hi-Rail cars numbered SRS 118, 119, 123-132, inclusive, 134-139, inclusive, 141-147, inclusive, 149, 403, 701, and 803-817, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is fluid and cursive, with a large initial "L" and "G".

Louis E. Gitomer

Enclosures

JUL 16 '99

11-15AM

## INSTRUMENT OF PARTIAL LEASE TERMINATION

KeyCorp Leasing, a Division of Key Corporate Capital Inc., successor to KeyCorp Leasing Ltd. ("KeyCorp"), the Lessor, and Sperry Rail, Inc. ("Sperry"), the Lessee, effective the 14<sup>th</sup> day of July, 1999, hereby give notice of the termination of the lease for 43 Hi-Rail cars numbered SRS 118, 119, 123-132, inclusive, 134-139, inclusive, 141-147, inclusive, 149, 403, 701, and 803-817, inclusive (the "Equipment") under the Memorandum of Lease Agreement Equipment Schedule 01 dated as of July 29, 1997 between KeyCorp and Sperry, which was recorded at the Surface Transportation Board on August 1, 1997 in Recordation No. 20800 and recorded at the Office of the Registrar General of Canada on August 21, 1997, in Recordation No. 10441.

WHEREAS, KeyCorp and Sperry desire to execute this Instrument to evidence for the public record the termination of the Memorandum of Lease Agreement Equipment Schedule 01 and of all the rights and obligations of KeyCorp and Sperry with respect to the Equipment under the Memorandum of Lease Agreement Schedule 01.

NOW, THEREFORE, in consideration of the premises, KeyCorp and Sperry do hereby acknowledge and confirm for the public record the termination of the Memorandum of Lease Agreement Equipment Schedule 01, and all rights and obligations arising under the Memorandum of Lease Agreement Equipment Schedule 01 with respect to the Equipment.

This Instrument of Partial Lease Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Instrument of Partial Lease Termination.

IN WITNESS WHEREOF, KeyCorp and Sperry have executed or caused this Instrument to be executed as of the date first above written.

KEYCORP LEASING, A DIVISION OF KEY  
CORPORATE CAPITAL INC., successor to  
KeyCorp Leasing Ltd.

By: Kelly M. Reale  
Kelly M. Reale  
Its: Regional Business  
Unit Manager

SPERRY RAIL, INC.

By: \_\_\_\_\_

Its: \_\_\_\_\_

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF ALBANY )

On this 13 day of July, 1999, before me, a Notary Public in and for the State of New York, personally appeared Kelly M. Reale, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that She was authorized to execute the instrument, and acknowledged it as the Regional Business Unit Manager of KeyCorp Leasing, a Division of Key Corporate Capital Inc. to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

**RICHARD J. NELSON, SR.**  
Notary Public, State of New York  
No. 01NE6006617  
Qualified in Rensselaer County  
Commission Expires May 04, 2000



NOTARY PUBLIC in and for the State of New  
York, residing at \_\_\_\_\_  
My appointment expires \_\_\_\_\_  
Print Name \_\_\_\_\_

STATE OF CONNECTICUT )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of July, 1999, before me, a Notary Public in and for the State of Connecticut, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that \_\_\_\_\_ was authorized to execute the instrument, and acknowledged it as the \_\_\_\_\_ of Sperry Rail, Inc. to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

\_\_\_\_\_  
NOTARY PUBLIC in and for the State of  
Connecticut, residing at \_\_\_\_\_  
My appointment expires \_\_\_\_\_  
Print Name \_\_\_\_\_

## INSTRUMENT OF PARTIAL LEASE TERMINATION

KeyCorp Leasing, a Division of Key Corporate Capital Inc., successor to KeyCorp Leasing Ltd. ("KeyCorp"), the Lessor, and Sperry Rail, Inc. ("Sperry"), the Lessee, effective the 14<sup>th</sup> day of July, 1999, hereby give notice of the termination of the lease for 43 Hi-Rail cars numbered SRS 118, 119, 123-132, inclusive, 134-139, inclusive, 141-147, inclusive, 149, 403, 701, and 803-817, inclusive (the "Equipment") under the Memorandum of Lease Agreement Equipment Schedule 01 dated as of July 29, 1997 between KeyCorp and Sperry, which was recorded at the Surface Transportation Board on August 1, 1997 in Recordation No. 20800 and recorded at the Office of the Registrar General of Canada on August 21, 1997, in Recordation No. 10441.

WHEREAS, KeyCorp and Sperry desire to execute this Instrument to evidence for the public record the termination of the Memorandum of Lease Agreement Equipment Schedule 01 and of all the rights and obligations of KeyCorp and Sperry with respect to the Equipment under the Memorandum of Lease Agreement Schedule 01.

NOW, THEREFORE, in consideration of the premises, KeyCorp and Sperry do hereby acknowledge and confirm for the public record the termination of the Memorandum of Lease Agreement Equipment Schedule 01, and all rights and obligations arising under the Memorandum of Lease Agreement Equipment Schedule 01 with respect to the Equipment.

This Instrument of Partial Lease Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Instrument of Partial Lease Termination.

IN WITNESS WHEREOF, KeyCorp and Sperry have executed or caused this Instrument to be executed as of the date first above written.

KEYCORP LEASING, A DIVISION OF KEY  
CORPORATE CAPITAL INC., successor to  
KeyCorp Leasing Ltd.

By: \_\_\_\_\_

Its: \_\_\_\_\_

SPERRY RAIL, INC.

By: *James B. Findlay*

Its: *SECRETARY/TREAS*

STATE OF NEW YORK )  
 ) ss.  
COUNTY OF ALBANY )

On this \_\_\_\_\_ day of July, 1999, before me, a Notary Public in and for the State of New York, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that \_\_\_\_\_ was authorized to execute the instrument, and acknowledged it as the \_\_\_\_\_ of KeyCorp Leasing, a Division of Key Corporate Capital Inc. to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

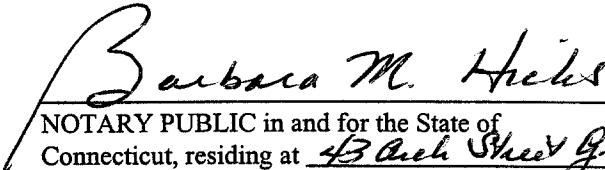
IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

\_\_\_\_\_  
NOTARY PUBLIC in and for the State of New  
York, residing at \_\_\_\_\_  
My appointment expires \_\_\_\_\_  
Print Name \_\_\_\_\_

STATE OF CONNECTICUT )  
 ) ss.  
COUNTY OF FAIRFIELD )

On this 13<sup>th</sup> day of July, 1999, before me, a Notary Public in and for the State of Connecticut, personally appeared HAROLD B. FINDLAY, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that HE was authorized to execute the instrument, and acknowledged it as the SECRETARY / TREASURER of Sperry Rail, Inc. to be the free and voluntary act and deed of said corporation for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.

  
\_\_\_\_\_  
NOTARY PUBLIC in and for the State of  
Connecticut, residing at 43 Oak Street Greenwich CT.  
My appointment expires \_\_\_\_\_  
Print Name \_\_\_\_\_

BARBARA M. HICKS  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MAR. 31, 2001